

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re:

FRANCIS GROUP HOLDING CORP.,

Debtor.

Chapter 11

Case no. 10-43296 (JF)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Cleary Gottlieb Steen & Hamilton LLP hereby appears in the above-captioned case pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as counsel to the Tenant Association of 180 Linden Boulevard (the “Association”), and requests, pursuant to Bankruptcy Rules 2002, 9007, and 9010 and sections 102(1), 342, and 1109(b) of chapter 11, title 11 of the United States Code (the “Bankruptcy Code”), that all notices given or required to be given in this case and all papers served or required to be served in this case be given to and served upon the undersigned at the following office address, telephone numbers and e-mail address:

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
Tel. No. (212) 225-2000
Fax No. (212) 225-3999
Attention: Sean A. O’Neal, Esq.
E-Mail: soneal@cgsh.com

PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery,

telephone, telegraph, telex, facsimile transmission, e-mail or otherwise, which affect the Debtors or property of the Debtors.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance and Request for Service of Papers shall not be deemed to be a waiver of the right of the Association or any of its members (1) to have final orders in non-core matters entered only after *de novo* review by a District Court Judge, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims, actions, setoffs, or recoupments to which the Association or any of its members is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments such party-in-interest expressly reserves. Nor shall this Notice of Appearance and Request for Service of Papers be deemed to constitute consent to electronic service of any pleading or papers for which mailed or personal service is required under the applicable Bankruptcy Rules or Federal Rules of Civil Procedure.

Dated: May 12, 2011
New York, New York

CLEARY GOTTLIEB STEEN & HAMILTON LLP

/s/ Sean A. O'Neal

Sean A. O'Neal

Georg A. Bongartz

Megan Fleming-Delacruz

Humayun Khalid

One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

Counsel for the Tenant Association of 180 Linden Boulevard